File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE. FILED SECRETARY OF STATE DIVISION OF CORPORATIONS LIMITED LIABILITY COMPANY FLORIDA DEPARTMENT OF STATE Katherine Harris ANNUAL REPORT Secretary of State 1999 **DIVISION OF CORPORATIONS** 99 APR 28 AM 8: 45 FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE **\$** 188.75 Name and Mailing Address of Limited Liability Company **DOCUMENT # M98000001068** 1a. Principal Place of Business Address TCI FALCON HOLDINGS, LLC C/O TELE-COMMUNICATIONS, INC. C/O TELE-COMMUNICATIONS, INC 5619 DTC PARKWAY, TERRACE TOWER II 5619 DTC PARKWAY, TERRACE TO ENGLEWOOD CO 80111-3000 ENGLEWOOD CO 80111 2. Principal Place of Business 2a. Mailing Address 3. Date Organized or Qualified 3a. State of Formation 09/21/1998 P 0 BOX 5630 DF. Suite, Apt. #, etc. Suite, Apt. #, etc. 4. FEI Number Applied For City & State City & State 84-1451916 Not Applicable DENVER, CO 5. Date of Last Report 6. Certificate of Status Desired Country Country \$8.75 Additional Fee Required 80217-5630 7. Name and Address of Current Registered Agent 8. Name and Address of New Registered Agent/Office THE PRENTICE-HALL CORPORATION SYSTEM, 1201 HAYS STREET Street Address (P.O. Box Number is Not Acceptable) TALLAHASSEE FL 32301 <u> 1 0 0 0 0 2 8 7 0 3 4 1 - - -</u> -05/11/99 - 01005 - - 022 Suite, Apt. #, etc. ****188.75 ****188,75 Zip Code 9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing Its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations. SIGNATURE (Registered Agent Accepting Appointment) (NOTE Registered Agent signature required when reinstating) 10. Title Managing Members/Managers **Business Street Address** City, State and Zip Code MGRM TCI/FALCON CALIFORNIA, 5619 DTC PARKWAY ENGLEWOOD CO 11. Ido hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. If urther certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as it made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608. Florida Statutes, and that my name appears in Block 10, or on an

NOLAN D. GOOKIN, ASST. VP, OF

TCI FCLP CALIFORNIA, LLC

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